

RECORDATION NO. 21677 - AA FILED

MAY 13 '09 -12 30 PM

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OF COUNSEL  
URBAN A. LESTER

**SURFACE TRANSPORTATION BOARD**

May 13, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Bill of Sale and Partial Release, dated March 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 21677.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: GARC II 98-C Railcar Trust  
c/o Wilmington Trust Company  
1100 North Market  
Wilmington, DE 19890

Indenture Trustee: U.S. Bank National Association (successor to  
State Street Bank and Trust Company)  
One Federal Street, 3rd Floor  
Boston, MA 02110

Anne K. Quinlan, Esquire  
May 13, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

1 railcar RELEASED: GATX 66306.

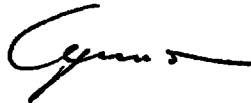
A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

MAY 13 '09 -12 30 PM

BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 066306 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

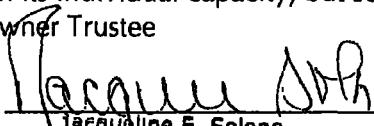
Dated: March 30, 2009

GARC II 98-C Railcar Trust

By: Wilmington Trust Company,  
not in its individual capacity, but solely  
as Owner Trustee

By:

Title:

  
Jacqueline E. Solone  
Administrative Account Manager

U.S. Bank National Association, successor to  
State Street Bank and Trust Company, as Indenture  
Trustee

By: \_\_\_\_\_

Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

GARC II 98-C Railcar Trust by Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee under GARC II 98-C (the "Lessor") under an Equipment Lease Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Lease") between the Lessor and General American Railcar Corporation II (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 066306 (the "Unit") "as is", "where is", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association, successor to State Street Bank and Trust Company as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GARC II 98-C) dated as of September 1, 1998 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: March 30, 2009

GARC II 98-C Railcar Trust  
By: Wilmington Trust Company,  
not in its individual capacity, but solely  
as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Bank National Association, successor to  
State Street Bank and Trust Company, as Indenture  
Trustee

By:  \_\_\_\_\_  
Title: Vice President

State of Delaware )  
 ) SS:  
County of New Castle )

On the 27 day of April, 2009, before me personally appeared  
Jacqueline E. Solone to me known, who being by me duly sworn, say that he/she is a  
Administrative Account Manager of Wilmington Trust Company, that said instrument was signed on such  
date on behalf of said corporation by authority of its Board of Directors, and he/she  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.



Vernessa E Robinson  
Notary Public

[Notarial Seal]

My commission expires: **VERNESSA E. ROBINSON**  
Notary Public - State of Delaware  
My Comm. Expires Oct. 26, 2010

State of Massachusetts )  
 ) SS:  
County of Suffolk )

On the \_\_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared  
\_\_\_\_\_, to me known, who being by me duly sworn, says that he/she is a  
\_\_\_\_\_ of U.S. Bank National Association, successor to State Street Bank and Trust  
Company that said instrument was signed on such date on behalf of said corporation by  
authority of its Board of Directors, and he/she acknowledged that the execution of the  
foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

State of Delaware           )  
  ) SS:  
County of New Castle       )

On the \_\_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared \_\_\_\_\_ to me known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

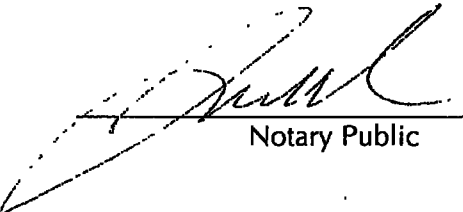
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

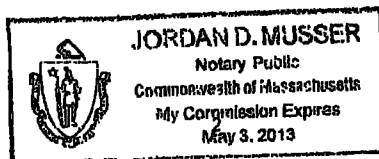
State of Massachusetts       )  
  ) SS:  
County of Suffolk            )

On the 6<sup>th</sup> day of May, 2009, before me personally appeared Alison D.B. Nadeau to me known, who being by me duly sworn, says that he/she is a Vice President of U.S. Bank National Association, successor to State Street Bank and Trust Company that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/13/09



\_\_\_\_\_  
Robert W. Alvord